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ZH INTERNATIONAL HOLDINGS LIMITED

正恒國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 185)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of ZH International Holdings Limited (the “**Company**”) will be held at 1804,18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 12 June 2019 at 10:10 a.m. (or immediately after the conclusion of the annual general meeting of the Company to be held at 10:00 a.m. on the same day, whichever is later) for considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary or special resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the subscription agreement dated 2 May 2019 entered into between the Company as issuer and Joy Town Inc. as subscriber in respect of the subscription of 4,117,879,979 shares of the Company (a copy of which has been produced to this meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification) (the “**Subscription Agreement**”) and the transactions contemplated thereunder (the “**Subscription**”), be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph 1(a) above;
- (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Subscription Shares (as defined in the Subscription Agreement) to be allotted and issued pursuant to the terms and conditions of the Subscription Agreement, the Directors be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue 4,117,879,979 ordinary shares in the share capital of the Company, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting

of the Company held on 12 June 2018 and the general mandate contained in ordinary resolution 4 of the annual general meeting; and

- (d) the Directors be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph 1(c) above.”

SPECIAL RESOLUTION

2. “**THAT** subject to and conditional upon the approval of the Companies Registry in Hong Kong by way of issuing a certificate of change of name, the English name of the Company be changed from “ZH International Holdings Limited” to “Zensun Enterprises Limited” and the Chinese name of the Company from 「正恒國際控股有限公司」 to 「正商實業有限公司」 with effect from the date of the certificate of change of name issued by the Companies Registry in Hong Kong, and that any one director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as she/he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the change of company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board
ZH International Holdings Limited
Zhang Jingguo
*Chairman, Chief Executive Officer
and Executive Director*

Hong Kong, 23 May 2019

Registered office:

24th Floor
Wyndham Place
40–44 Wyndham Street
Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Friendly Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (i.e. not later than Monday, 10 June 2019 at 10:10 a.m.) or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. The transfer books and register of members of the Company will be closed from Thursday, 6 June 2019 to Wednesday, 12 June 2019, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Friendly Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 5 June 2019.
8. All the resolution set out in this notice will be decided by poll.
9. A form of proxy for use at the Meeting is enclosed.
10. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of Company at <http://www.zhsuccess.com> and on the HKEx news website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled Meeting.

11. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Zhang Jingguo and Mr. Zhang Guoqiang; one non-executive Director, namely, Ms. Huang Yanping; and three independent non-executive Directors, namely, Dr. Liu Qiao, Mr. Liu Da and Mr. Ma Yuntao.